

**Exhibit B**

**Proposed Order**

**UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.<sup>1</sup>

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

This filing relates to the  
Commonwealth, HTA, and ERS.

**ORDER GRANTING THE THREE HUNDRED SEVENTY-SEVENTH OMNIBUS  
OBJECTION (SUBSTANTIVE) OF THE COMMONWEALTH OF PUERTO RICO, THE  
PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY, AND THE  
EMPLOYEES RETIREMENT SYSTEM OF THE GOVERNMENT OF THE  
COMMONWEALTH OF PUERTO RICO TO CLAIMS FOR WHICH THE DEBTORS ARE  
NOT LIABLE**

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*Upon the Three Hundred Seventy-Seventh Omnibus Objection (Substantive) of the  
Commonwealth of Puerto Rico, the Puerto Rico Highways and Transportation Authority, and the  
Employees Retirement System of the Government of the Commonwealth of Puerto Rico to Claims  
for Which the Debtors Are Not Liable (Docket Entry No. 17911) (the “Three Hundred Seventy-*

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (“Commonwealth”) (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Seventh Omnibus Objection”), filed by the Commonwealth of Puerto Rico (“Commonwealth”), the Puerto Rico Highways and Transportation Authority (“HTA”), and the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS,” and together with the Commonwealth and HTA, the “Debtors”), dated August 20, 2021, for entry of an order disallowing in their entirety certain claims filed against the Debtors as more fully set forth in the Three Hundred Seventy-Seventh Omnibus Objection and supporting exhibits thereto; and the Court having jurisdiction to consider the Three Hundred Seventy-Seventh Omnibus Objection and to grant the relief requested therein pursuant to PROMESA section 306(a); and venue being proper pursuant to PROMESA section 307(a); and due and proper notice of the Three Hundred Seventy-Seventh Omnibus Objection having been provided to those parties identified therein, and no other or further notice being required; and upon the *Notice of Presentment of Proposed Order Granting the Three Hundred Seventy-Seventh Omnibus Objection (Substantive) of the Commonwealth of Puerto Rico, the Puerto Rico Highways and Transportation Authority, and the Employees Retirement System of the Government of the Commonwealth of Puerto Rico to Claims for Which the Debtors Are Not Liable*, dated May 24, 2022 (Docket Entry No. \_\_\_\_\_, the “Notice”), for entry of an order disallowing the Claim to Be Heard (as defined below) and the Claims to Be Disallowed via Notice of Presentment<sup>2</sup>, as more fully set forth in the Notice; upon the record of the hearing held on the Three Hundred Seventy-Seventh Omnibus Objection on February 16-17, 2022, and the rulings made therein, sustaining the Three Hundred Seventy-Seventh Omnibus Objection as to Proof of Claim No. 47589 (the “Claim to Be Heard”) on the grounds that claimant had not demonstrated that the Commonwealth was liable to claimant for the liabilities asserted therein; and the Court

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<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings given to them in the Notice.

having determined that the relief sought in the Three Hundred Seventy-Seventh Omnibus Objection is in the best interests of the Debtors, their creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in the Three Hundred Seventy-Seventh Omnibus Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Three Hundred Seventy-Seventh Omnibus Objection is GRANTED as set forth herein; and it is further

ORDERED that the Claim to be Heard and the Claims to Be Disallowed via Notice of Presentment (collectively, the “Claims to Be Disallowed”) are hereby disallowed in their entirety as set forth below; and it is further

ORDERED that Kroll Restructuring Associates, LLC (“Kroll”) is authorized and directed to designate the Claims to Be Disallowed as expunged on the official claims registry in the Title III Cases; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

SO ORDERED.

Dated: \_\_\_\_\_, 2022  
San Juan, Puerto Rico

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LAURA TAYLOR SWAIN  
United States District Judge